

FAG Bearings India Limited
Head Office & Works: Maneja, Vadodara (Gujarat) – 390013 India

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (E)
MUMBAI- 400 051

Company Code: 505790

Company Code: FAGBEARING

Your reference, your message from	Our reference, our message from	Phone	Fax	Date
		+91-265-6602206	+91-265-2638804	21.06.2017

Sub. : Proceedings of Postal Ballot

Dear Sirs,

Please find enclosed Proceedings of Postal Ballot conducted vide Postal Ballot Notice dated May 4, 2017.

Kindly take the same on record.

This disclosure is in line with Disclosure of Information under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's policy on 'Determination of Materiality for Disclosure of Events / Information'.

Thanking you,

Yours faithfully,
For FAG Bearings India Limited


Raj Sarraf
Company Secretary
ICSI M No.: ACS 15526



PROCEEDINGS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT FOR THE APPROVAL OF MEMBERS OF 'FAG BEARINGS INDIA LIMITED' ON AGENDA PERTAINING TO CHANGE OF NAME OF THE COMPANY FROM 'FAG BEARINGS INDIA LIMITED' TO 'SCHAEFFLER INDIA LIMITED' AND ADOPTION OF NEW SET OF 'ARTICLES OF ASSOCIATION' VIDE POSTAL BALLOT NOTICE DATED MAY 4, 2017.

Notice : Under the authority of the Board of Directors accorded by way of Circular Resolution passed on May 4, 2017, a notice, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and other applicable laws and regulations, containing;

Sr. No.	Contents
1.	Postal Ballot Notice
2.	Explanatory Statement under Section 102 of the Companies Act, 2013
3.	Revised Articles of Association

was sent to the shareholders on May 18, 2017.

Resolutions Proposed for consideration:

Item No. 1

Approval for change of name of the Company from 'FAG Bearings India Limited' to "Schaeffler India Limited" with consequential alteration to Memorandum of Association and Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 4(4) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, Mumbai, Maharashtra or any other authority as may be necessary, consent of the Company be and is hereby accorded for changing the name of the Company from 'FAG Bearings India Limited' to 'Schaeffler India Limited'."

"RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following."

- I. The Name of the company is **'Schaeffler India Limited'**



“RESOLVED FURTHER THAT any reference to “the company” in the Articles of Association of the Company be construed as referring to the proposed new name, i.e., “Schaeffler India Limited.”

“RESOLVED FURTHER THAT Key Managerial Personnel of the Company, be and are hereby severally authorized to file requisite forms for making application for change of name and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

Item No. 2

Approval on adoption of new set of ‘Articles of Association’:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder, consent of the Company be and is hereby accorded to adopt the revised Article of Association of Company.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Key Managerial Personnel of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms with the Registrar of Companies, Mumbai.”

Voting Eligibility : All the Shareholders whose name appeared on the Register of Members / Beneficial Owners as on May 5, 2017 were eligible for voting through physical postal ballot or by electronic means.

Voting Period : From: May 19, 2017 at 09:00 am
Till : June 17, 2017 at 5:00 pm

Scrutinizers : The Board of Directors of the Company, in compliance with Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, has appointed **Mr. Suresh Kabra, Practicing Company Secretary**, as Scrutinizer, for conducting the said Postal Ballot process in a fair and



transparent manner. The Scrutinizer submitted his report on June 19, 2017, which along with results was sent to the Stock Exchanges [BSE Limited and National Stock Exchange of India Limited] and was also displayed at the registered office of the Company and made available on Company's website under the link as under;

http://www.schaeffler.co.in/remotemedien/media/shared_media/03_worldwide/02_websites_worldwide/india_2/company/fag_india/ir/information_on_agm_2/Declaration_of_Voting_Results_Scrutinizers_Report.pdf

Summary of Voting by the Shareholders as per Scrutinizer's Report:

In total 396 number of shareholders participated in the Voting (including 149 through e-voting). Summary of the voting results:

Res. No.	Resolutions Proposed for Members' approval through Postal Ballot & E-voting	Number of Votes Cast									
		by Postal Ballot (May 19 to June 17, 2017)			through E-Voting (May 19 to June 17, 2017)			Total (June 19, 2017)			
		In Favour	Against	Invalid	In Favour	Against	Invalid	In Favour	Against	Invalid	Total
1	Approval for change of name of the Company from 'FAG Bearings India Limited' to 'Schaeffler India Limited' with consequential alteration to Memorandum of Association and Articles of Association of the Company.	51,010	298	4,895	13,567,887	0	5	13,618,897	298	4,900	13,624,095
2	Approval on adoption of new set of 'Articles of Association'.	50,072	272	5,859	13,546,479	5	21,408	13,596,551	277	27,267	13,624,095

Out Come of Voting : Shareholders representing approx. 82% Paid-up share capital, participated in the Voting, there being negligible votes against, the resolutions were considered as passed with requisite majority.

Effective date of resolution:

The resolutions became effective from June 17, 2017, being the last date of receipt of duly completed postal ballot forms or e-voting.

Yours faithfully,
For FAG Bearings India Limited


Raj Sarraf
Company Secretary
ICSI M No.: ACS 15526

